

Objection Deadline: September 3, 2013 at 4:00 p.m. (Prevailing Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
Debtors.) Jointly Administered
)

**NOTICE OF FILING OF LEWIS KRUGER'S SIXTH MONTHLY FEE REPORT
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM JULY 1, 2013 THROUGH JULY 31, 2013**

PLEASE TAKE NOTICE that pursuant to the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Lewis Kruger is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Mr. Kruger's capacity as Chief Restructuring Officer in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors"). Attached hereto as

Exhibit 1 is Mr. Kruger's sixth monthly fee report for the period from July 1, 2013 through July 31, 2013 (the "Monthly Fee Report").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **September 3, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi, Jennifer Marines and Meryl L. Rothchild); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention: Ken Ziman & Jonathan H. Hofer);

(h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Greg Horowitz); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: August 13, 2013
New York, New York

Respectfully submitted,

/s/ Gary S. Lee
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Lorenzo Marinuzzi
Jennifer Marines
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*Counsel for the Debtors and
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Exhibit 1

RESCAP

August 13, 2013

Re: Mr. Kruger (Monthly Fee Report)

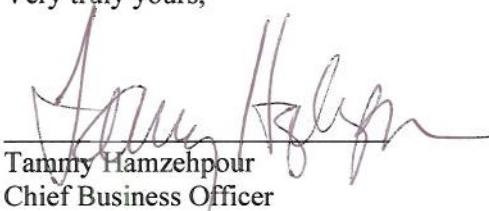
In accordance with the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103], annexed herewith is the billing report of Lewis Kruger covering the period from July 1, 2013 to July 31, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Mr. Kruger seeks payment of \$102,925.00 for professional services rendered, and \$260.10 for expense reimbursements for this period.

The professional services rendered by Mr. Kruger and so covered by this Monthly Fee Report include:

- Analyze various motions and proposed orders in connection with the Plan Support Agreement and mediation process, and advise the Debtors and their professionals regarding pending litigation and discovery requests between the Debtors and holders of junior secured notes (the "JSNs") as well as the JSNs' motion requesting the neutrality of the Debtors' professionals, and the Debtors' response thereto, and the impact of the same on plan-related negotiations;
- Engage in discussions with the Debtors, the Mediator, the Creditors' Committee, Ally, and other parties in interest to discuss the finalization of the disclosure statement and plan of reorganization to be filed with the Bankruptcy Court;
- Advise the Debtors in connection with certain settlement agreements between the Debtors and key stakeholders, including the preparation for a deposition and preparation of a declaration in support of a certain settlement agreement and stipulation between the Debtors and FGIC, and stipulation and order relating to additional paydown of the JSNs' claim;
- Prepare for and participate in hearings in connection with the JSNs' motion requesting neutrality of the Debtors' professionals and the status of settlement with the Federal Reserve Board; and
- Lead discussions with the Debtors' professionals and respective management teams to review the status of and oversee the estate management plan, analyze financial statements, and advise the Creditors' Committee of the same in an effort to administer the Debtors' resources effectively and efficiently throughout the chapter 11 process.

Attached please find: (i) a summary of hours devoted and amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit A; (ii) a description of professional services and/or tasks comprising each project category to which Mr. Kruger expended time and for which he seeks compensation, annexed hereto as Exhibit B; and (iii) a detailed list of expenses incurred in connection with these chapter 11 cases for which Mr. Kruger seeks reimbursement, annexed hereto as Exhibit C. Detailed time entries are available for review upon request.

Very truly yours,


Tammy Hamzehpour
Chief Business Officer

Residential Capital, LLC

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EXHIBIT A

Monthly Fee Report
July 1, 2013 – July 31, 2013

Project Category	Hours	Rate	Value
1 - Plan Mediation	59.0	\$ 895.00	\$ 52,805.00
2 - Plan – General	23.5	\$ 895.00	\$ 21,032.50
3 - RMBS Settlement	0.0	\$ 895.00	\$ —
4 - Claims Management	11.0	\$ 895.00	\$ 9,845.00
5 – Hearings	13.0	\$ 895.00	\$ 11,635.00
6 - Estate Management	8.5	\$ 895.00	\$ 7,607.50
TOTAL	115.0		\$ 102,925.00

EXHIBIT B

Project Category Descriptions

Project Category	Services Provided / Task Description
1 - Plan Mediation	Communicating and meeting with the Mediator and the Debtors' professionals to discuss, among other things, a certain motion in support of mediation, a certain settlement agreement and stipulation with FGIC, including the preparation for a deposition and provision of a declaration in connection therewith, JSN mediation and discovery requests sought by the JSNs and the JSN motion to require the Debtors' professionals to remain neutral, and the impact of the same on mediation efforts, assisting the Debtors in their preparation of responses thereto, as well as participating in series of internal meetings and negotiation sessions in connection therewith.
2 - Plan - General	Assisting the Debtors in reviewing the Debtors' and Creditors' Committee's joint chapter 11 Plan and related disclosure statement, and advising on the structuring of the same, as well as engaging in plan negotiations between the Debtors, the Creditors' Committee, and Ally.
3 - RMBS Settlement	N/A
4 - Claims Management	Meeting with the Debtors' respective professionals in connection with claims administration, including analyses in connection with claims asserted by the JSNs and a certain stipulation and order regarding the additional paydown of the JSNs' claim.
5 - Hearings	Preparing for and attending hearings relating to the JSNs' motion for neutrality, the paydown of the JSNs' claim, and the status of the settlement between the Debtors and the Federal Reserve Board.
6 - Estate Management	Participating in discussions with the Debtors' professionals and respective management teams to review the status of and oversee the estate management plan, analyze recent financial statements, and discuss the same with the Creditors' Committee and the Debtors' advisors in an effort to manage the Debtors' resources effectively and efficiently throughout the chapter 11 process.

EXHIBIT C

Expense Detail

TRANSPORTATION		
Date	Amount	Business Purpose
7/22/2013	\$ 13.50	Cab from MoFo to home.
5/13/2013	\$ 10.00	Cab to lunch conference with J. Dubel.
TOTAL:	\$ 23.50	
MEALS		
Date	Amount	Business Purpose
6/7/2013	\$ 133.50	Working lunch with Judge Peck and G. Lee.
7/25/2013	\$ 103.10	Working lunch conference with J. Dubel.
TOTAL:	\$ 236.60	
COPIES; TELEPHONE CHARGES		
Date	Amount	Business Purpose
N/A	N/A	N/A
MISCELLANEOUS		
Date	Amount	Business Purpose
N/A	N/A	N/A
JULY EXPENSE TOTAL:	\$ 260.10	